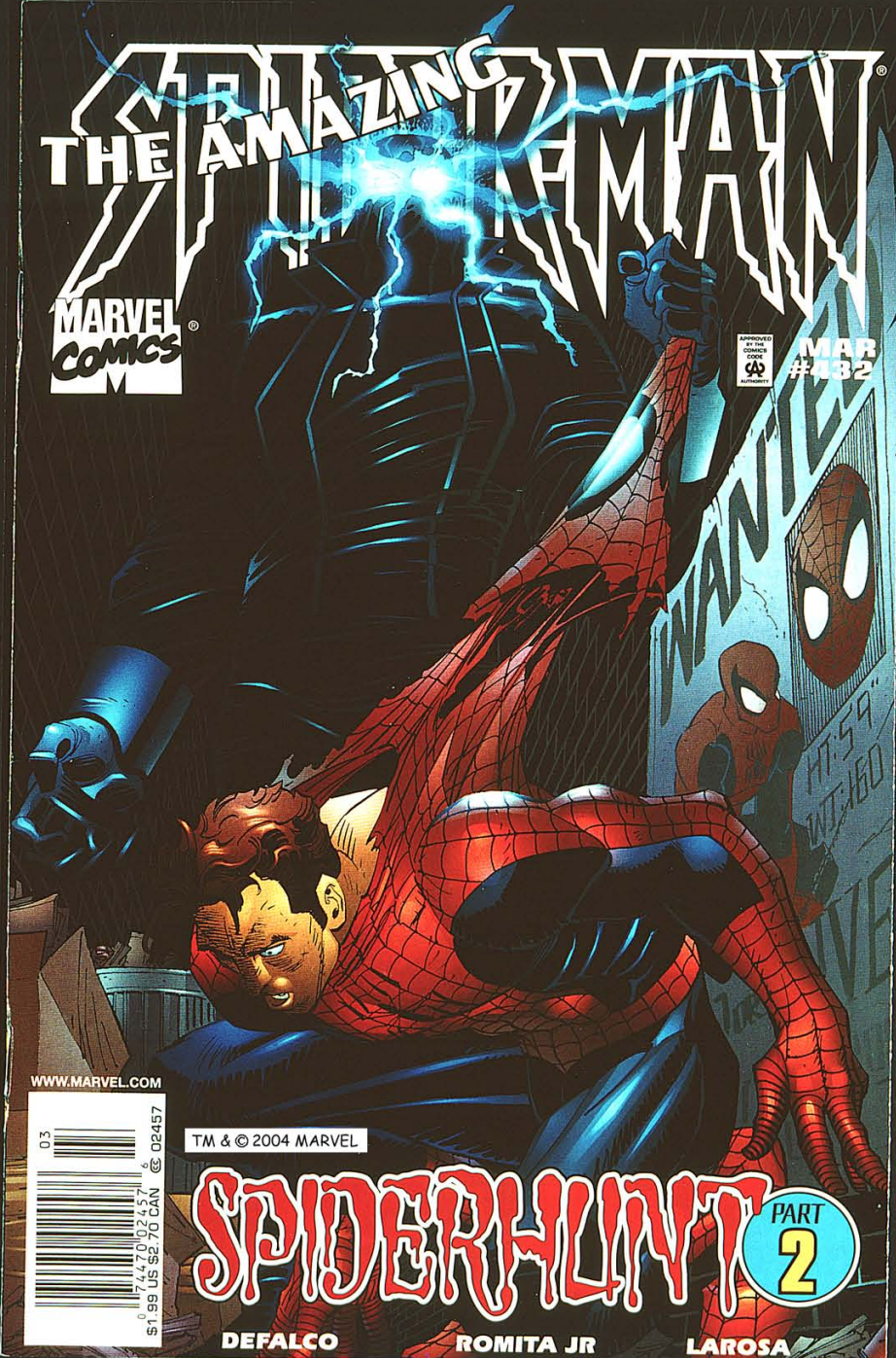


THE AMAZING SPIDER-MAN

MARVEL
COMICS

APPROVED
BY THE
COMICS
CODE
AUTHORITY
MAR
#482



WWW.MARVEL.COM



TM & © 2004 MARVEL

SPIDERHUNT PART 2

DEFALCO ROMITA JR LAROSA

TM & © 2004 MARVEL

THE AMAZING SPIDER-MAN



Met Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting Uncle Ben and Aunt May. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked Spider-Man. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance.

He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — The Amazing Spider-Man!

THE ROSE

A criminal mastermind whose face is hidden behind a mask, thus, his identity is a secret from all. The Rose's chief goal is the consolidation of New York's underworld behind him and the elimination of Spider-Man as a threat to his power.



BLACK TARANTULA

A shadowy South American crime-lord who has apparently lived for centuries. The Tarantula has come to New York to personally try and take control of the city's criminal element.



MARY-JANE WATSON-PARKER

The wife of Peter Parker/Spider-Man, and his closest confidant. She has currently returned to Empire State University as a student majoring in psychology.



JILL STACY

The sweet attractive cousin of Peter Parker's late girlfriend, Gwen Stacy. As does her brother, Paul, Jill also attends E.S.U.. She has recently struck up a friendship with both Peter and Mary Jane.



PREVIOUSLY...

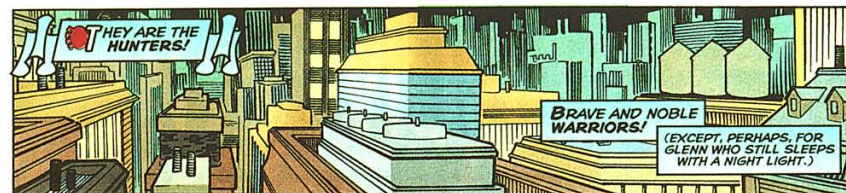
Norman Osborn, the ruthless industrialist gained a controlling interest in the Daily Bugle newspaper after returning to the U.S. from a long stay in Europe.



Spider-Man was goaded into an assault by Osborn, who videotaped the webspinner's attack on himself and then sent the tape to the media, with ruinous effects on Spidey's reputation.

Shortly thereafter, a thug named Joey Z was found murdered in Manhattan, suffocated by web fluid. As a consequence, the Daily Bugle issued a one million dollar bounty on Spidey-Man's head that later increased to five million.

When, the nephew of the industrialist was kidnapped, and a besieged Peter Parker had to decide whether to risk the bounty on his head to rescue the nephew of his most dangerous adversary-- Norman Osborn.



EVERY YEAR --

-- (EXCEPT WHEN BOB'S WIFE WANTS TO VISIT HER MOTHER) --

BRAVE AND NOBLE WARRIORS!

(EXCEPT, PERHAPS, FOR GLEN WHO STILL SLEEPS WITH A NIGHT LIGHT.)

-- ARMED WITH ENOUGH ARMAMENT TO PUT MOST MIDDLE EUROPEAN ARMIES TO SHAME, THEY STALK THE WOODS OF UPSTATE NEW YORK.

(THOUGH RALPH NEVER CONTRIBUTES FOR GAS.)

TONIGHT, THEY HUNT THE MOST DANGEROUS GAME OF ALL --!



ANYBODY FOR A DONUT RUN? I'M STARVED.

ME, TOO -- BUT DON'T FORGET MY BOSTON CREME THIS TIME!



WILL YOU MORONS KEEP IT DOWN? THERE'S A KILLER OUT THERE!

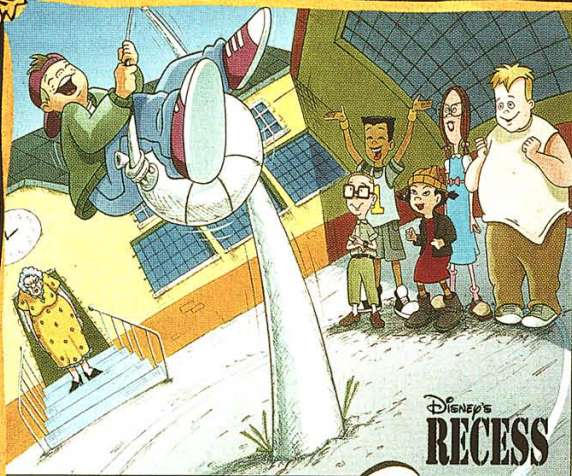
IT'S OUR PATRIOTIC DUTY TO BRING HIM IN, AND COLLECT THAT FAT REWARD, AND -- HEY!

LOOK! IT'S HIM!

TONIGHT, THEIR PREY IS --

THE AMAZING SPIDER-MAN: Vol. 1, No. 432, March, 1998. (ISSN #0274-5232) Published by MARVEL COMICS, Joseph Caraman, President; Stan Lee, Publisher; Sherry Rhodes, Executive VP; Publishing Office of PUBLICATION, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1998 Marvel Characters, Inc. All rights reserved. Price \$1.99 per copy in the U.S. and \$2.80 in Canada. Subscription rate for 12 issues: U.S. \$23.88; foreign \$35.88; and Canadian subscribers must add \$10.00 for postage and GST #R127032852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP., SUBSCRIPTION DEPT., P.O. BOX 1979 DANBURY, CT, 06813-1979. TELEPHONE 4 (203) 743-5331. Printed in the U.S.A.

Fun to visit and you can show up in your pajamas.



Kick a ball to China, swing yourself to the sky - anything can happen on the playground.

Welcome to One Saturday Morning.

•No chores



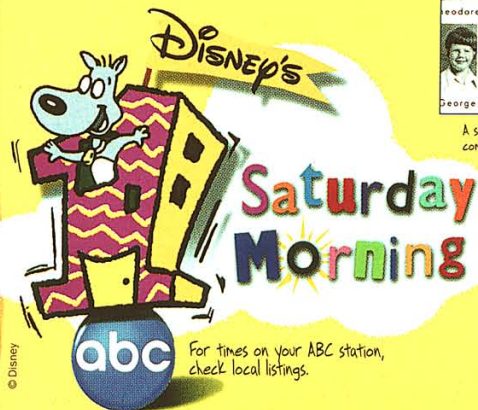
•No-homework rule strictly enforced

•B.Y.O.C. (bring your own cereal)

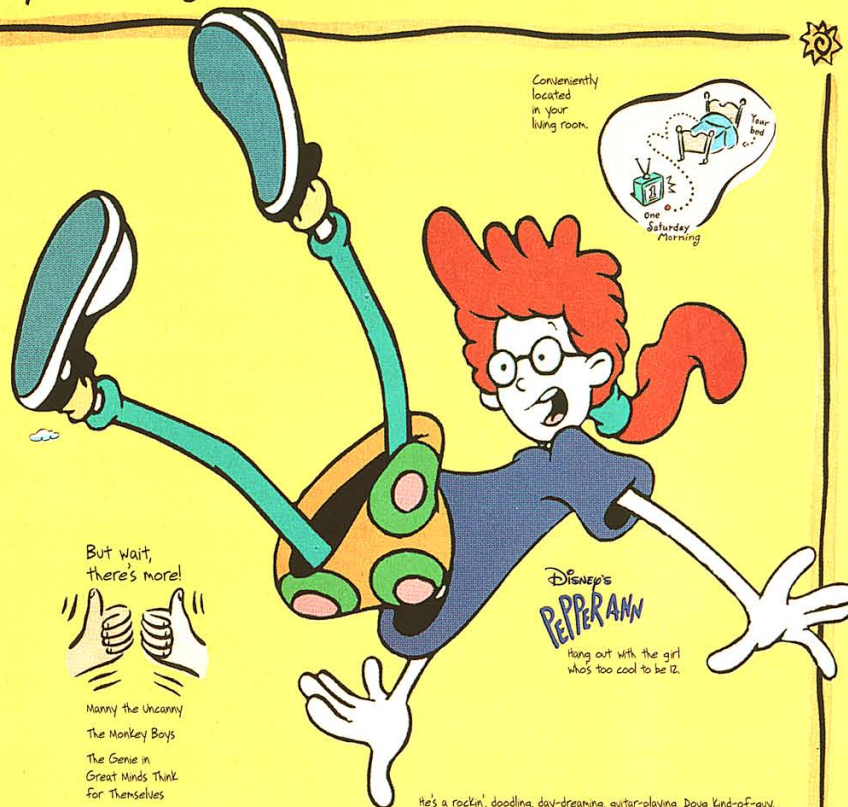


Sinner! Sinner!

A school yearbook can't possibly come to life. Or can it?



It's like 5 hours of summer once a week.



Conveniently located in your living room.



Disney's PEPPER ANN

Hang out with the girl who's too cool to be 12.



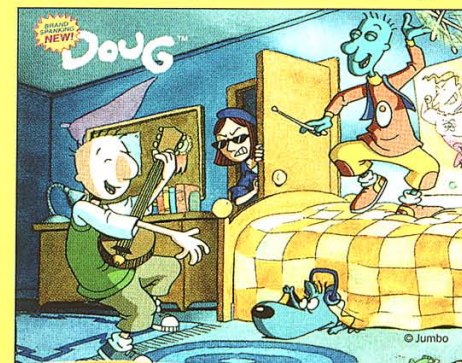
But wait, there's more!

Nanny the Unicorny
The Monkey Boys
The Genie in Great Minds Think for Themselves

He's a rockin', doodling, day-dreaming, guitar-playing, Doug kind-of-guy.



Watch out for runaway Moose!



© Jumbo

-- A CERTAIN
FRIENDLY
NEIGHBORHOOD
WEB-SWINGER!

THE HUNTED!

Stan Lee
presents
THE AMAZING
SPIDER-MAN

Ohhh,
GREAT! MORE
JACKALS AFTER
THE BOUNTY WHICH
THE DAILY BULGE
POSTED ON
ME!

BAD ENOUGH
WHEN IT WAS ONLY
ONE MILLION, THEY
RECENTLY UPPED
TO FIVE!

AND THAT'S
NOT MY ONLY
PROBLEM! THE COPS
THINK I MURDERED
A STREET SLIME
BY THE NAME OF
JOEY Z --

-- AND THE
GRANDSON OF
NORMAN OSBORN,
MY GREATEST ENEMY,
WAS ALLEGEDLY
KIDNAPPED BY
THE GREEN
GOBLIN.*

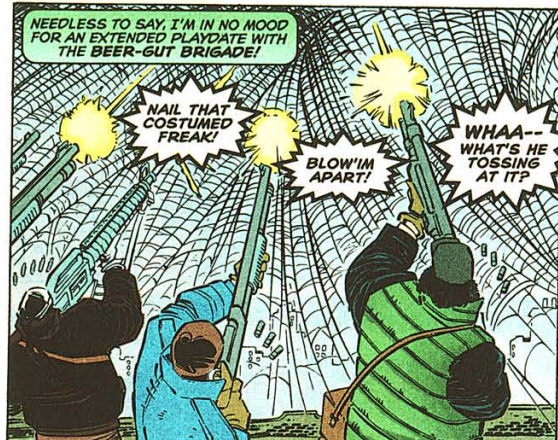
BUT OSBORN'S
THE GOBLIN.

AT
LEAST I
THINK HE
IS!

SPIDER HUNT Part Two

TOM DEFALED, WRITER
JOHN ROMITA JR., PENCILS
BUDD LAROSA, INKS
RS & COMICRAFT'S
KIFF SCHOLL, LETTERS
BOB SHAREN, COLORS
RALPH MACCHIO, EDITOR
BOB HARRAS, EDITOR IN CHIEF

* PETER PARKER HBB
-- RALFIE Z
* SENSATIONAL #25
RALFIE-ZZZZZZZZZ



NEEDLESS TO SAY, I'M IN NO MOOD
FOR AN EXTENDED PLAYDATE WITH
THE BEER-GUT BRIGADE!

NAIL THAT
COSTUMED
FREAK!

BLOW'IM
APART!

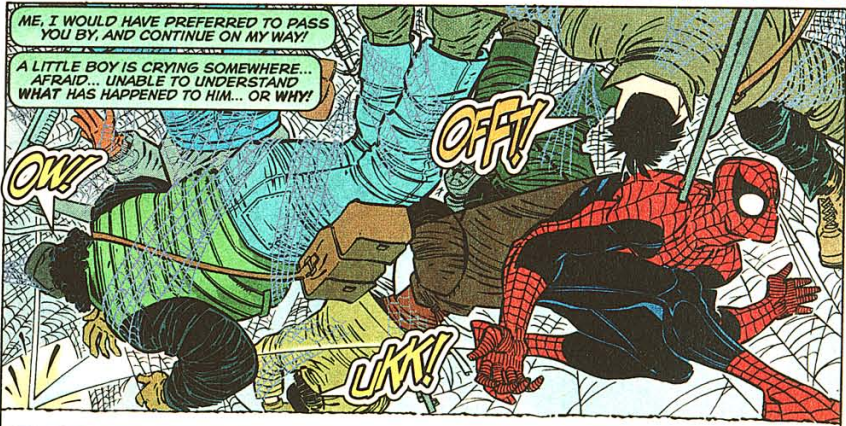
WHAA--
WHAT'S HE
TOSSEING
AT IT?



I- IT'S BLASTED
WEBBING!

HE'S
TRYING T'MAKE
FOOLS OUTTA
OF US!

NOPE. YOU ONLY HAVE
YOURSELVES TO BLAME
FOR THAT!



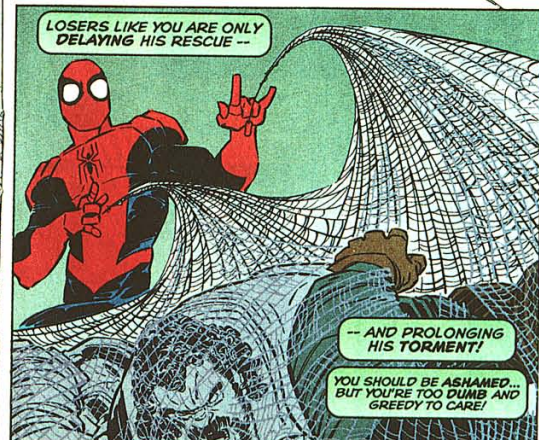
ME, I WOULD HAVE PREFERRED TO PASS
YOU BY, AND CONTINUE ON MY WAY!

A LITTLE BOY IS CRYING SOMEWHERE...
AFRAID... UNABLE TO UNDERSTAND
WHAT HAS HAPPENED TO HIM... OR WHY!

OW!

OFF!

UNK!



LOSERS LIKE YOU ARE ONLY
DELAYING HIS RESCUE --

-- AND PROLONGING
HIS TORMENT!

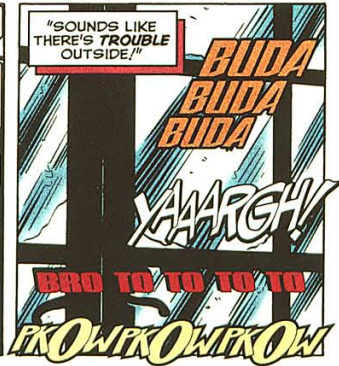
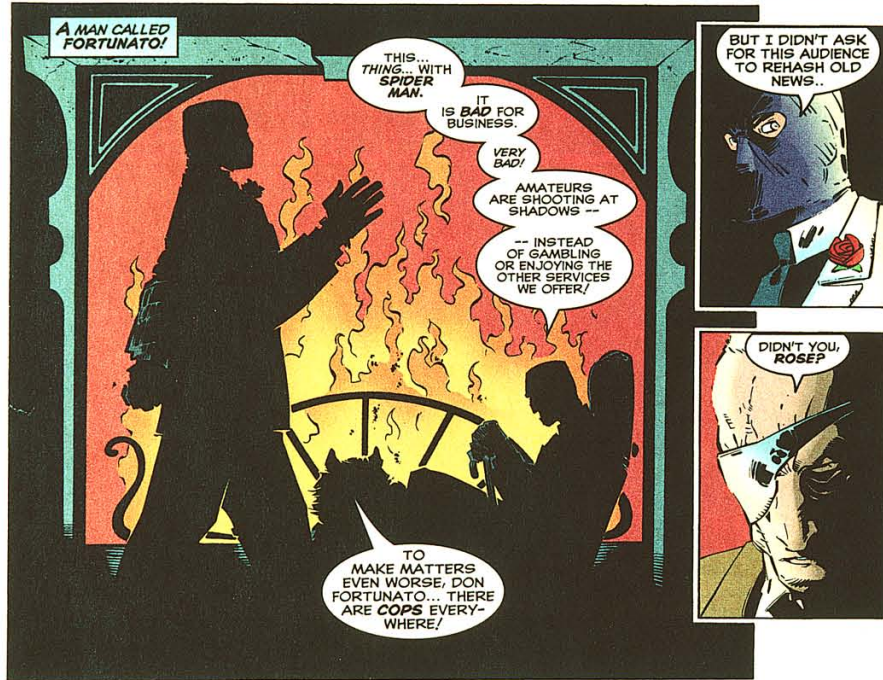
YOU SHOULD BE ASHAMED,
BUT YOU'RE TOO DUMB AND
GREEDY TO CARE!



TO HELL WITH
PEOPLE LIKE
YOU!

I'M GOING
TO FIND
THAT BOY --

-- AFTER A
QUICK TRIP
TO THE EAST
RIVER!



THINK ABOUT IT-

CAN A FRIEND WHO
ASKS YOU TO SHARE
REALLY BE CALLED
A FRIEND?





THE GALAXY IS FAR, FAR AWAY.
THE FIGHTING IS UP CLOSE AND PERSONAL.



Presenting Masters of Teres Kasi, an all-out 3D fighting frenzy featuring a variety of Star Wars characters battling through 9 action-packed arenas. Engage in weapon-to-weapon or hand-to-hand combat. Heck, even the Empire never struck back this hard.



www.starwars.com
www.lucasarts.com

©1997 Lucas. All Rights Reserved. PlayStation and the PlayStation logos are trademarks of Sony Computer Entertainment Inc.

TM & © 2004 MARVEL

TM & © 2004 MARVEL

I CAME
TO THE
APARTMENT
OF NORMAN
OSBORN --

-- HOPING TO UNCOVER
A CLUE TO WHAT'S REALLY
GOING ON WITH HIS
GRANDSON --

-- AND I'M
GETTING AN
EARFUL!

B-BUT I...I'VE
ALWAYS BELIEVED
YOU WERE THE
GOBLIN!

YOU'VE
BEEN PRANCING
AROUND THIS TOWN
WITH A PHALANX OF
BODYGUARDS EVER
SINCE SPIDER-MAN
ASSAULTED
YOU --

-- BUT
YOU COULDN'T
PROTECT
MY BABY!

I...I AM
SO SORRY,
LIZ! I LOVE MY
GRANDSON, AND I'LL
DO EVERYTHING IN
MY POWER TO
ASSURE HIS
SAFE RETURN.

I CAN'T
HELP BUT FEEL
RESPONSIBLE
FOR ALL
THIS...

THE
GOBLIN DIDN'T
CHOOSE LITTLE
NORMAN AT
RANDOM!

THAT
MANIAC IS
OBVIOUSLY
TRYING TO
STRIKE
AT ME!

HE'S LYING! I KNOW FOR A
FACT THAT HE WAS THE
ORIGINAL GREEN GOBLIN!

HARRY -- HIS
SON AND
NORMIE'S
FATHER --
EVENTUALLY
CARRIED ON
THE FAMILY
TRADITION.

BUT HARRY'S DEAD!
ISN'T HE?

6

I APOLOGIZE FOR ANY
INCONVENIENCE I MAY
HAVE CAUSED YOU
OR YOUR
STAFF --

-- AND I
FULLY INTEND
TO MAKE
AMENDS.

I AM
CERTAIN WE
CAN ARRIVE AT
AN APPROPRIATE
ACCOMMODATION,
BUT WE HAVE OTHER
MATTERS TO DISCUSS.
MY
COLLEAGUES,
WHO KNOW OF SUCH
THINGS, TELL ME YOU
ENJOY CERTAIN BUSINESS
ADVANTAGES IN SOUTH
AMERICA, AND PARTS
OF EUROPE.

IF THAT IS
SO, WHY WOULD
YOU WISH TO ENTER
A MARKETPLACE AS
COMPETITIVE AS
NEW YORK?

A MAN MUST
SEEK OUT NEW
CHALLENGES...

IF HE
TRULY
WISHES TO
GROW!

I AM INCLINED TO WELCOME
YOU TO THE SHOWERS.
IN EXCHANGE FOR A
SMALL SERVICE.

YOU MAY
FIND IT QUITE
CHALLENGING.

7

A
CERTAIN
MAN HAS BEEN
DISRUPTING
MY BUSINESS,
AND I WISH TO
SEND HIM A
MESSAGE.

HIS
NAME IS
SPIDER-
MAN!



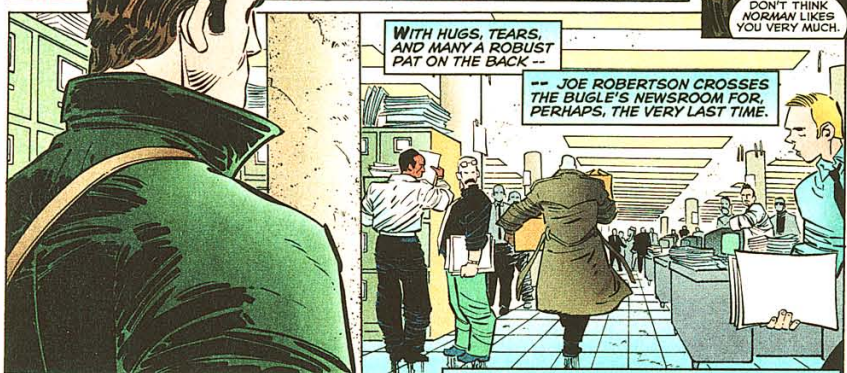
OKAY.
I'M NOT GOING TO MAKE IT ANY HARDER FOR YOU.
YOU TAKE CARE OF YOURSELF, Y'HEAR?

I'M GOING TO MISS WORKING WITH YOU, PETER.



YOU BE ESPECIALLY CAREFUL...

I DON'T THINK NORMAN LIKES YOU VERY MUCH.



WITH HUGS, TEARS, AND MANY A ROBUST PAT ON THE BACK --

-- JOE ROBERTSON CROSSES THE BUGLE'S NEWSROOM FOR, PERHAPS, THE VERY LAST TIME.



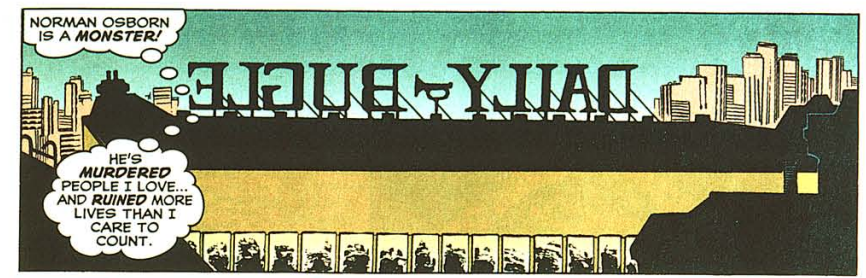
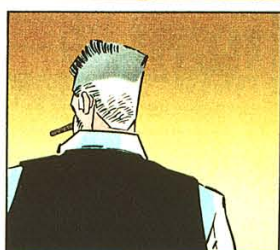
BEN URICH, BETTY LEEDS, GLORY GRANT -- EVERYONE HAS WORDS OF GENTLE ENCOURAGEMENT, AND SINCERE AFFECTION!

EVERYONE EXCEPT J. JONAH JAMESON!

SO! HE'S REALLY LEAVING...



...AS PUBLISHER OF THIS PAPER, I SUPPOSE I SHOULD WISH HIM WELL...



NORMAN OSBORN IS A MONSTER!

HE'S MURDERED PEOPLE I LOVE... AND RUINED MORE LIVES THAN I CARE TO COUNT.

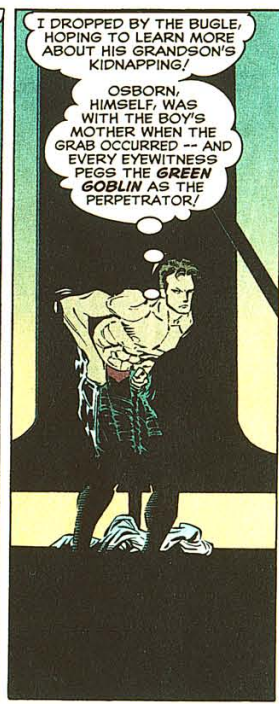


SOME HERO I AM! I'VE NEVER BEEN ABLE TO NAIL THE CREEP!

NO MATTER HOW MANY TIMES I'VE MANAGED TO DEFEAT HIM --

-- HE ALWAYS FINDS A WAY TO RETURN --

-- STRONGER AND MORE DANGEROUS THAN EVER.



I DROPPED BY THE BUGLE, HOPING TO LEARN MORE ABOUT HIS GRANDSON'S KIDNAPPING!

OSBORN, HIMSELF, WAS WITH THE BOY'S MOTHER WHEN THE GRAB OCCURRED -- AND EVERY EYEWITNESS PEGS THE GREEN GOBLIN AS THE PERPETRATOR!



SINCE I KNOW FOR A FACT THAT OSBORN WAS THE ORIGINAL GOBLIN, I CAN ONLY ASSUME THAT HE'S FOUND HIMSELF SOME PATSY WHO -- Uh-Oh!

SPIDER-SENSE IS WARNING ME... THAT DANGER IS APPROACHING!



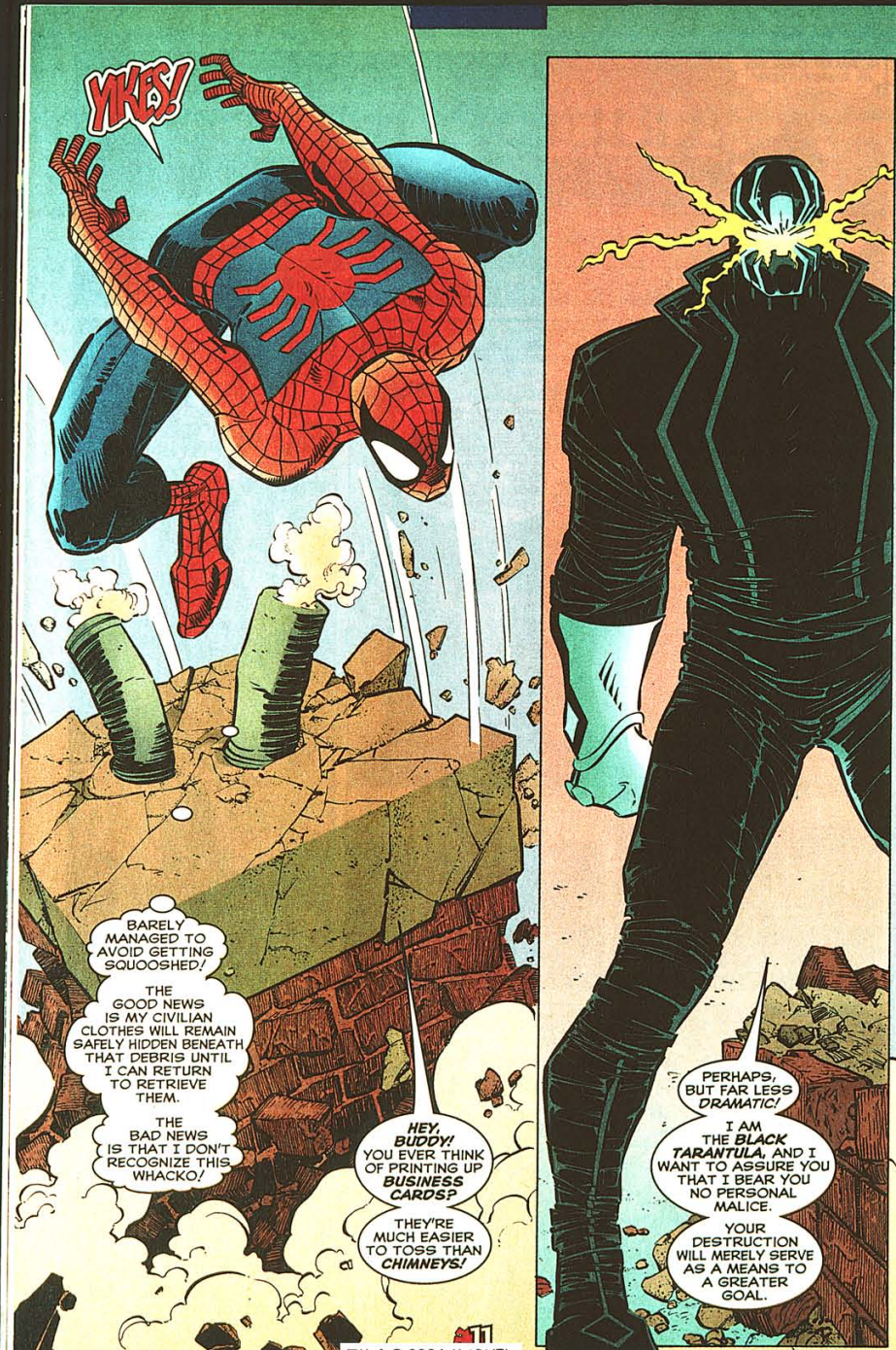
GOTTA MOVE FASTER! MUST FINISH DRESSING BEFORE IT ARRIVES!

I CAN'T BE SEEN WITHOUT MY MASK!



THERE! MADE IT!

I JUST HOPE I HAVE TIME TO WEB UP MY CIVVIES BEFORE --



BARELY MANAGED TO AVOID GETTING SQUOOSHED!

THE GOOD NEWS IS MY CIVILIAN CLOTHES WILL REMAIN SAFELY HIDDEN BENEATH THAT DEBRIS UNTIL I CAN RETURN TO RETRIEVE THEM.

THE BAD NEWS IS THAT I DON'T RECOGNIZE THIS WHACKO!

HEY, BUDDY! YOU EVER THINK OF PRINTING UP BUSINESS CARDS?

THEY'RE MUCH EASIER TO TOSS THAN CHIMNEYS!

PERHAPS, BUT FAR LESS DRAMATIC!

I AM THE BLACK TARANTULA, AND I WANT TO ASSURE YOU THAT I BEAR YOU NO PERSONAL MALICE.

YOUR DESTRUCTION WILL MERELY SERVE AS A MEANS TO A GREATER GOAL.



BULLPEN BULLETINS

AVAILABLE JANUARY 21

X-MEN: THE MANGA

#1 For the very first time, the black-and-white, Japanese manga version of Marvel's mightiest mutant team appears in the United States, fully translated into English and introducing JUBILEE to the Children of the Atom! By HIROSHI HIGUCHI!

MAN-THING

#4 The former Defender known as DEVIL-SLAYER has gone insane and only the MAN-THING can stop the madness that threatens to overrun the Earth with bizarre creatures from other dimensions! By J.M. DeMATTEIS and LIAM SHARP!

STAR TREK: STARFLEET ACADEMY

#16 The cadets, trapped with the "dead" body of T'Pol and all the mercy of a twisted Romulan! Plus: the only one hope to escape - T'Pol herself! By CHRIS COOPER and CHRIS BENAUD!

BRING ON THE BAD GUYS

TPB Reprinting the classic collection spotlighting the villains you love to hate! The origins of DOCTOR DOOM, MEPHISTO, the GREEN GOBLIN and a host of other classic characters, with text material and behind-the-scenes tidbits by STAN LEE! Featuring art by JACK KIRBY, STEVE DITKO, JOHN ROMITA, SR., JOHN BUSCEMA, and more! New cover by JOHN ROMITA, JR.

CAPTAIN AMERICA

#3 CAP fights on against the horrible hordes of HYDRA, despite his tragic loss last issue! But who is the new leader of this hated organization? What's up with the RED SKULL? And is that SHARON CARTER we see making a return appearance? By MARK WAID and RON GARNY!

HEROES FOR HIRE

#9 On a search for the PUNISHER, IRON FIST and LUKE CAGE end up on opposite sides! The sparks are really gonna fly now, and it all sets the stage for a major blow-up to come! By JOHN OSTRANDER and PASCAL FERRY!

INCREDIBLE HULK

#462 BRUCE BANNER enlists the aid of REED RICHARDS and TONY STARK to build an exo-skeleton for his old friend, the now-disabled RICK JONES, as GENERAL ROSS gives his recently returned son-in-law an unexpected "welcome back!" By PETER DAVID and ADAM KUBERT!

THUNDERBOLTS

#12 The THUNDERBOLTS enter their shocking second year as CITIZEN V stands on the brink of fulfilling his evil scheme - and the AVENGERS and the FANTASTIC FOUR finally step in! By KUBI BUSIK and MARK BAGLEY!

UNLIMITED ACCESS

#491 The double-sized conclusion to the already-acclaimed crossover between Marvel and DC! The Marvel Universe of the past will fall before the combined power of MAGNETO and DARKSEID, unless ACCESS and a team of all-new Amalgams can stop them! Plus: the original AVENGERS, the JLA, SUPERMAN, the X-MEN, and the shocking final fate of ACCESS revealed! By KARL KESSEL and PAT OLLIFFE!

PETER PARKER, SPIDER-MAN

#89 "SPIDERHUNT" Part Three! With the BLACK TARANTULA having left the web-slinger on just this side of death, an unmasked, hurting and helpless SPIDER-MAN finds himself in the gunshots of SHOT-GUN and the PUNISHER! By HOWARD MACKIE and JOHN ROMITA, JR.

SPIDER-MAN: HOBGOBLIN LIVES

TPB At last! Collected in one volume! The landmark limited series that finally revealed the true identity of the HOBGOBLIN and pulled SPIDER-MAN into one of the most challenging adventures of his career! By ROGER STERN and RON FERRY!

EXCALIBUR

#118 The demonic "creatures from the shadows" who have been tormenting LOCKHEED strike! What is their true nature, and how is KITTY PRYDE herself responsible for their creation? By BEN RAAB and MELVIN RUBI!

WHAT IF?

#106 "What if the X-Men condemned GAMBIT to death?" Spinning out of "The Trial of Gambit" in UNCANNY X-MEN #350, the ultimate judgment is passed on the ragin' Cajun! But the X-Men are torn over the decision, causing a rift amongst the team members and a battle that can only end in tragedy! By TOM DEFalco and LEO FERNADEZ!

X-MAN

#36 It's a story that could alter X-MAN's life in ways that even he couldn't have imagined when the identity of the schemer behind NATE's newfound popularity is revealed - and his name is the PURPLE MAN! By TERRY KAVANAGH and CHRIS CROSS!

X-MEN

#73 MARROW returns to the sewers to visit CALLISTO - and finds that someone else has been aiding her mentor! And as MAGGOTT's training begins, a mysterious death in Salem Center is uncovered - with grisly details! Plus: Where has PROFESSOR X disappeared to? By JOE KELLY and CARLOS PACHECO!

Design by Richard Starkings and COMICRAFT

ITEM! Trust us, gang, you're gonna need a scorecard to keep track of all the new faces and positions in our batty Bullpen! First, major kudos to both Mirthful MARK "SUPER" POWERS and Magical MATT IDELSON, both of whom were recently promoted to full editors! Mark will be overseeing the bulk of the ever-excellent X-MEN line, including X-MEN, UNCANNY X-MEN, WOLVERINE, X-FORCE and EVERYDAY! Matt will be editing the ultra-hot CAPTAIN AMERICA, DEADPOOL, KA-ZAR, and lots of upcoming stuff that's gonna blow your minds! Joining Mark as able assistant editor is Jaunty JASON LIEBIG, while Powerful PAUL TUTRONE will share an office - and his Star Wars action figures - with Matt!

Promoted to Associate Editor is none other than Gregarious GLENN GREENBERG, writer of our new STAR TREK: THE UNTOLD VOYAGES limited series! Glenn will be taking over SPIDER-MAN: THE MANGA and MARVEL TEAM-UP from his old boss, Tyrannical TOM BREVOORT (who's too busy these days with THE AVENGERS, THUNDERBOLTS, an upcoming new series starring an old favorite, and a terrific new title written by Rollickin' ROGER STERN)! Glenn will also launch X-MEN: THE MANGA - the first issue of which goes on sale next week - all by his lonesome, and he'll be alternating as editor of JOURNEY INTO MYSTERY with fellow Brooklyn Joe Joltin' JOE ANDREANI, with whom he now shares an office - and a new assistant editor, Peerless PETER FRANCO, who's already subjecting his new bosses to an endless stream of practical jokes!

Replacing Glenn as Tom Brevoort's assistant is Gallant GREGG SCHIGIEL, who moved all the way up from Florida to immerse himself in Marvel madness! Gregg has a "wish list" of all the top comics creators he wants to work with, and judging from the books he and Tom will be working on in the coming months, it looks like he'll be a very happy camper!

Finally, Kooky KELLY CORVESE has moved over to our burgeoning Marvel Kids line, so replacing him as editor of such titles as WHAT IF?, MAVERICK and X-FACTOR is Fearless FRANK PITTARESE, no stranger to the world of comics, having worked as an associate editor for our Distinguished Competition. Frank's right-hand-man is Kelly's former assistant, Jubilant JASON WHITE, who gets stuck with the task of bringing poor Frank up to date on X-Men continuity!

ITEM! Speaking of X-Men continuity, we've got some news about the man who's responsible for most of it! We're very pleased to announce that comics legend CHRIS CLAREMONT has joined the staff of Marvel Comics as Editorial Director! Chris will be working closely with Editor in Chief BOB (Slinky-Man) HARRAS, the entire editorial staff, and our fabulous creators, to continue our efforts to keep Marvel Comics ahead of the pack, take us to even greater heights, and to make each and every Marvel comic as great as it can possibly be! Welcome (back) to the Bullpen, Chris - hope you survive the experience!

STAN'S SOAPBOX!

Hi, Heroes!
I just thought of something! I get paid (not nearly enough, of course) to write, to kibitz, and to work on our movie, TV and animation projects. But I don't get paid to read fan mail. So guess what I spend most of my time doing every day? You got it! Reading fan mail! When I re-started the ol' Soapbox, I never dreamed so many of you had so many questions and comments to toss at me. But, y'know something? I love it! Just keep those letters pouring in; it's great to know that someone's actually reading the mixed-up masterpieces we keep churning out! And now, let's meet this issue's soon-to-be-famous No-Prize winners...

Bryan A. Leed of Dayton, OH, dares to ask: *"Why all the writer and artist reassignments in so many Marvel titles? It gives the books a schizophrenic feel. Very bad. Can you straighten this out for us?"*

Hey, Bryan, you're asking a lot of a guy who can barely spell schizophrenic! But here's the real skinny. Artists and/or writers often tell us they think they're getting in a rut working on a certain title and they'd like a change. Since we're not super-villains who'd force them to work on something they've tired of, we make a switch. It keeps our Bullpeners happy and y'know what? Each time a new team tackles a mag, they bring a fresh approach and new ideas - and we figure that helps to keep us from getting stale.

Here's an easier one from John Bonavita, of Huntington, NY:

"Did you ever make a 'guest-starring' appearance on the Hulk TV show?"

I sure did, Johnny. Sorry if you missed it, although the TV Academy must have missed it too, because they carelessly forgot to award me an Emmy! I played the foreman of a jury that was trying the Hulk in court, and I didn't miss a single line - mainly because those cowards didn't give me a line to say! Lucky I also have a day job!

And John Warren, of Auburn, AL, has been staying up nights wondering:

"Why did you stop writing comics in the early 1970s?"

Because they appointed me publisher. They figured it was the only way to get me away from the typewriter to give some other guys a chance! But hey, I still write the Spider-Man newspaper strip and I sneak in some comic book scripts when you least expect it!

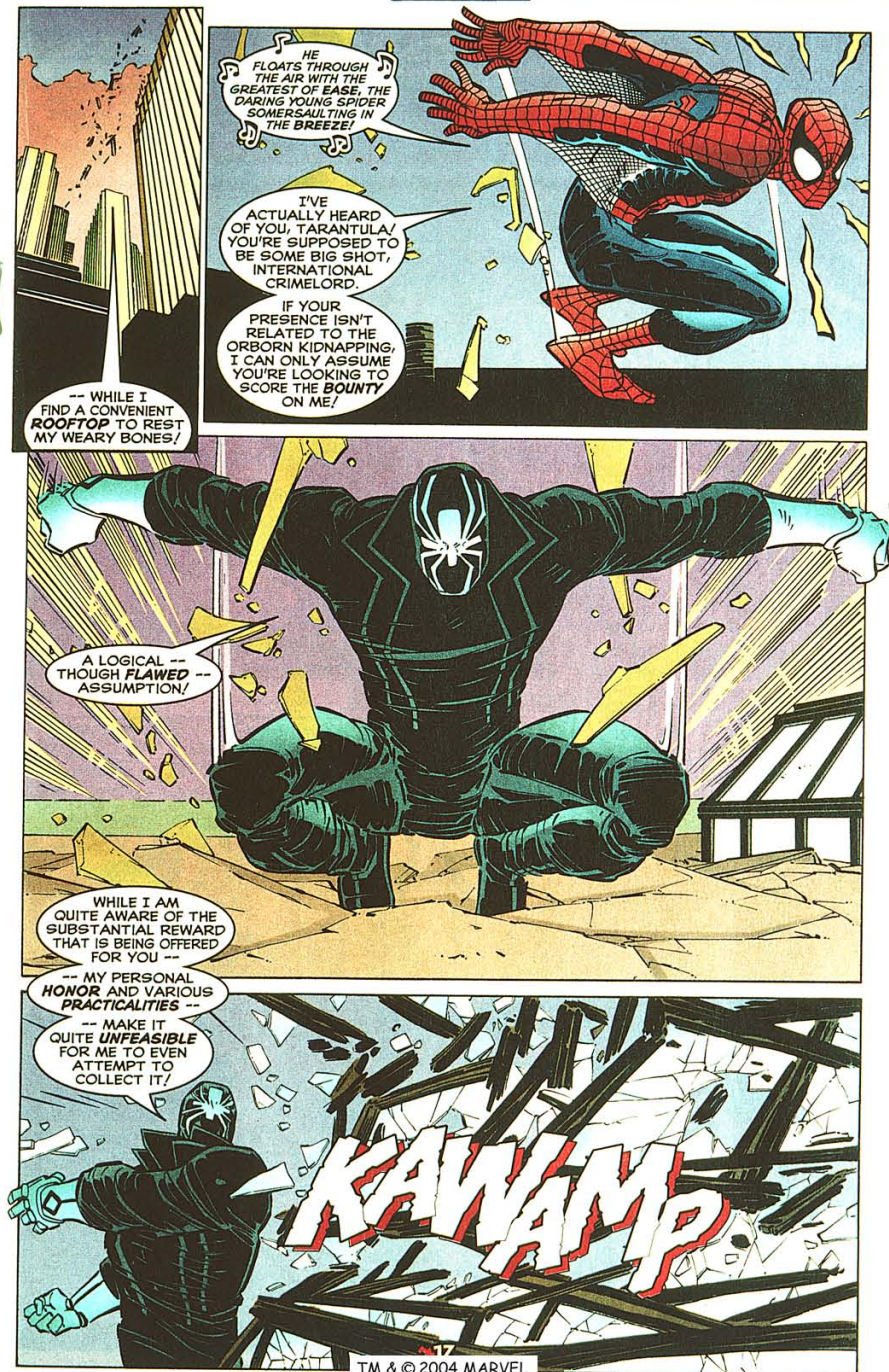
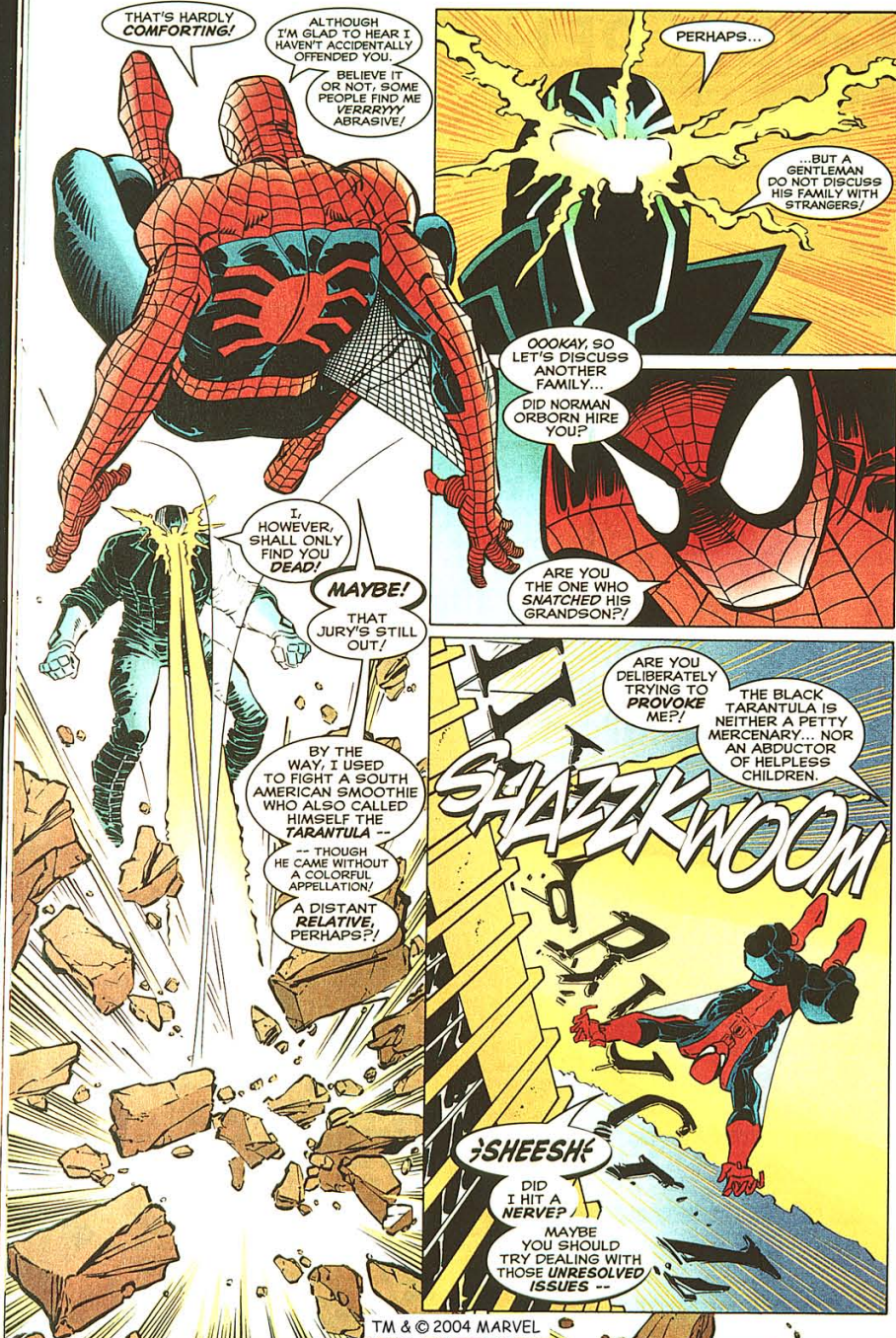
And now, till that next, glorious, senses-shattering moment when we meet again, always remember - teach your younger brothers and sisters the facts of life so they won't make the grievous mistake of dating someone who has never won a No-Prize!

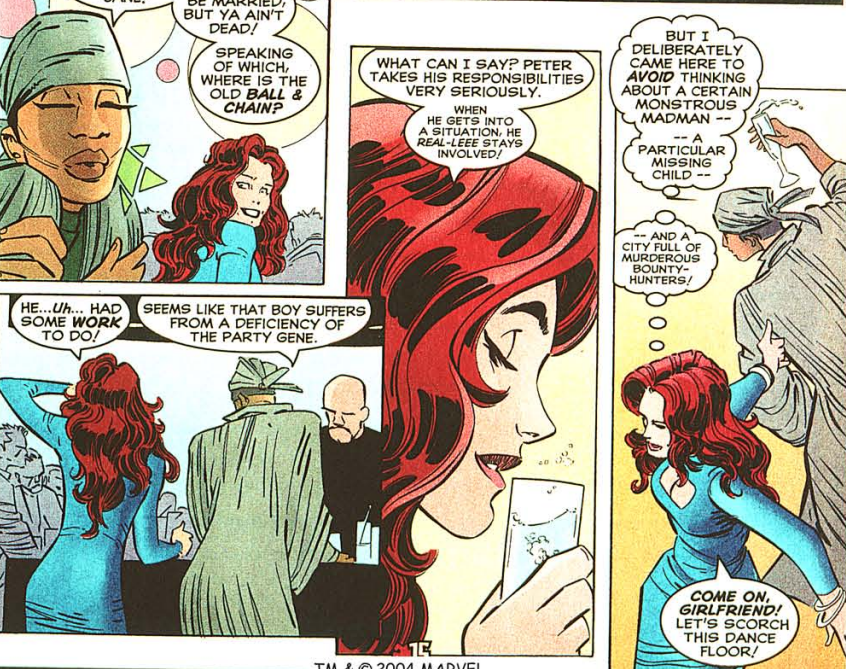
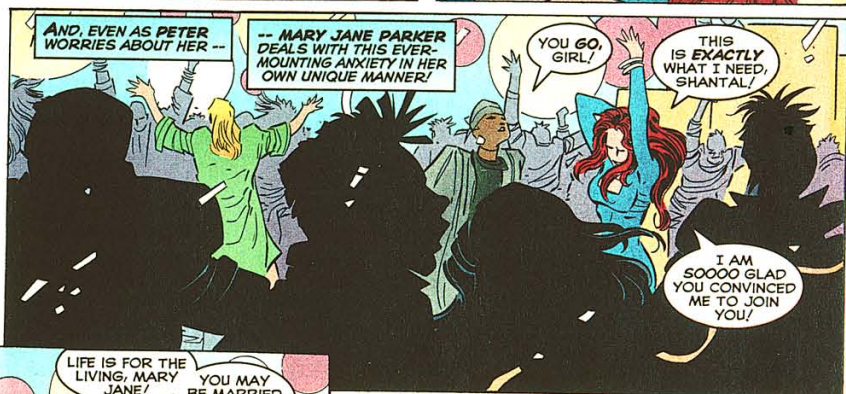
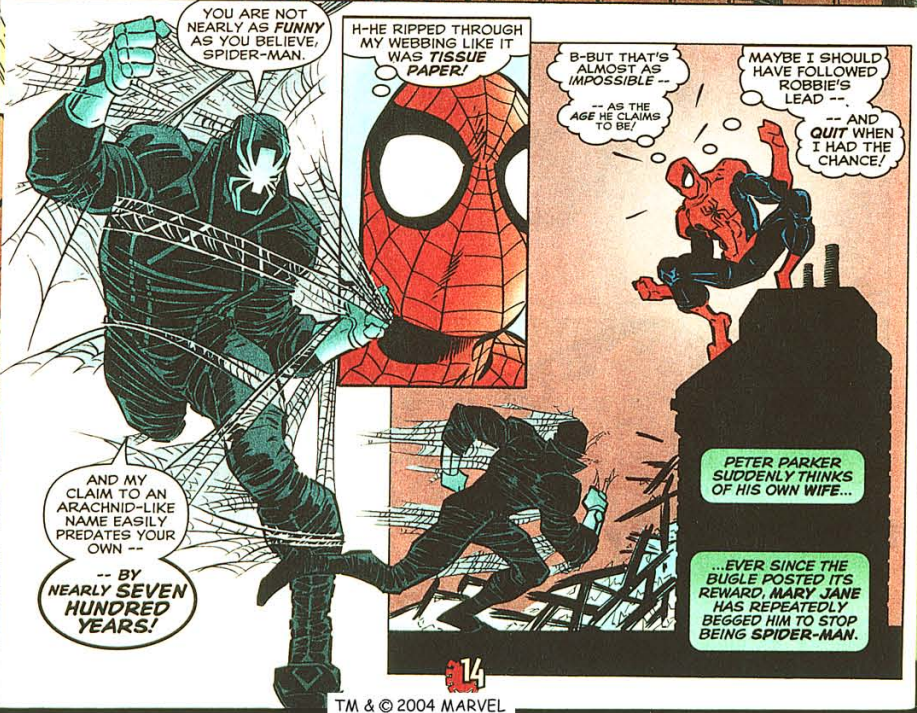
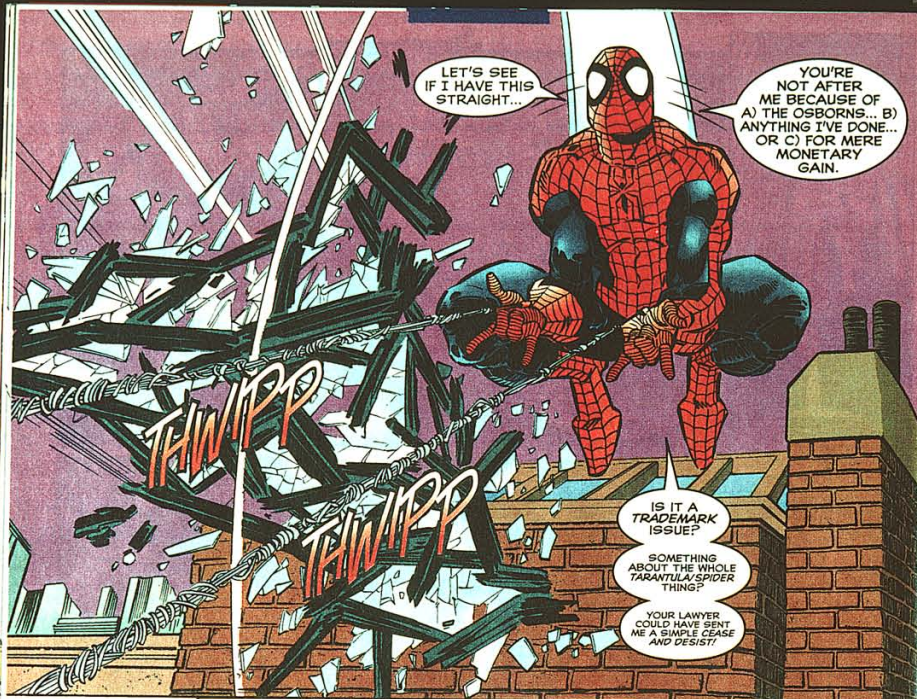
Excelsior!

Stan Lee

Here it is, the award-winning address that makes your heart beat faster! Stan's Soapbox c/o BULLPEN BULLETINS, Marvel Comics, 387 Park Avenue South, New York, NY 10018! Just reading those words gets me all choked up!









OW TO START THE MOTHER OF ALL WARS

{or why deception, cruelty and betrayal are your friends}

To start "The War of the Lions," you must use bold strokes. Regicides, double-crosses, violations of queens, good options all. Whatever your plan, once begun, a war of this magnitude is not to be trifled with. This is a brutal conflict of epic proportions, where each hallowed victory brings you closer to the very heart of darkness. Battle after battle, you will command your fighting party across magical lands protected by hostile forces. You will need the help of the bravest warriors, as well as armor, weapons, intricate battle plans and magical spells. Be ruthless. Be clever. Or be dead.



TRAINING AN ARMY

{or how to ensure the biggest, baddest, meanest SOB's are on your side}



In Final Fantasy Tactics, you are Ramza, a young squad leader and an ally of Princess Ovelia. It's up to you to lead an elite fighting squad of your own choosing into battle. You must train them to be powerful Black Mages who can cast magic spells, Summoners who can awaken terrible beasts,

Wizards, Ninjas, Bards, Archers, Thieves and more. There are 19 fighting classes and 400 abilities to master. If you go into battle ill-prepared, may the enemy make the blood run from your heart.



EFFECTIVE BATTLE STRATEGIES

{or further discussions from the annals of shoot first, ask questions later}



As the ancient history of warfare reveals, you will survive if your battle strategy is strong, and perish if it is not. You will lead the charge through impressive lands trying to gain the best strategic positions in forests, castle ramparts, swamps and valleys. You can buy and sell equipment, hire new soldiers and plan glorious battle strategies. May you conquer the enemy or may you die trying.



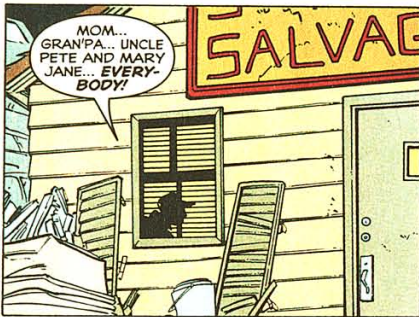
SQUARESOFT

FINAL FANTASY TACTICS



MEANWHILE,
SOMEWHERE IN
BROOKLYN...

EVERYBODY
SAID YOU WERE
DEAD!



MOM...
GRAN'PA... UNCLE
PETE AND MARY
JANE... EVERY-
BODY!

SALVAGE

BUT I NEVER
BELIEVED
THEM!
NEVER!



I ALWAYS KNEW
YOU'D COME BACK
FOR ME!

Y-YOU ARE
MY DADDY --



-- AREN'T
YOU?!



I AM
QUITE PLEASED
WITH YOUR INITIAL
PERFORMANCE,
SPIDER-MAN.
YOUR
SPEED, AGILITY
AND FIGHTING SKILLS
ARE ALL THAT I HOPED
TO EXPERIENCE --
AND MORE!

THE
BLACK TARANTULA
IS RARELY GRACED
WITH SUCH A WORTHY
CHALLENGER.

YOU LIKE
CHALLENGES?
NOOOOO
PROBLEM!



I GOT INS
WITH BOTH THE
FANTASTIC FOUR
AND THE
AVENGERS!

WITH THE
PROPER NOTICE, I
MIGHT EVEN ARRANGE
A LITTLE ONE-ON-
ONE WITH THE
HULK --
-- OR
THE SILVER
SURFER!



BUT I,
PERSONALLY,
HAVE NEITHER THE
TIME NOR INCLINATION
TO ENGAGE IN SOME
MINDLESS MACHO
GAME!



I'M TRYING TO TRACK
DOWN A MISSING
CHILD, AND --
YIPES!

A
CHILD --?!
WHAT
HAVE YOU TO DO
WITH A MISSING
CHILD?

SUBSCRIBE TODAY!



DISCOUNT OFFER ON THESE TITLES!

- 1 TITLE FOR \$21.97/YR.
2 TITLES FOR \$29.97/EA.
3 OR MORE TITLES FOR JUST \$19.97/EA.

Marvel Heroes

- | | |
|---|--|
| ☐ AFT Alpha Flight | ☐ SIL Silver Surfer |
| ☐ DDV Daredevil | ☐ INC The Incredible Hulk |
| ☐ ELK Elektra | ☐ BLT Thunderbolts |
| ☐ HHF Heroes For Hire | ☐ ZAR Ka-Zar |
| ☐ JIM Journey Into Mystery | ☐ WHI What If? |

Spider-Man

- | | |
|---|---|
| ☐ AMZ Amazing Spider-Man | ☐ SSM Sensational Spider-Man |
| ☐ TUP Marvel Teamup | ☐ PPK Spectacular Spider-Man |
| ☐ SPI Spider-Man | |

The X-Men

- | | |
|--|--|
| ☐ CAB Cable | ☐ WOL Wolverine |
| ☐ DDP Deadpool | ☐ FAC X-Factor |
| ☐ EXC Excalibur | ☐ XFO X-Force |
| ☐ GEN Generation X | ☐ MAN X-Men |
| ☐ XMS Uncanny X-Men | ☐ MEN X-Men |

Star Trek

- | |
|--|
| ☐ SFA Star Trek: Star Fleet Academy |
| ☐ EVS Star Trek: Early Voyages |

**SATISFACTION
GUARANTEED**

Special Low Price on This Comic Just \$14.97/year!

Marvel's Fan Magazine!

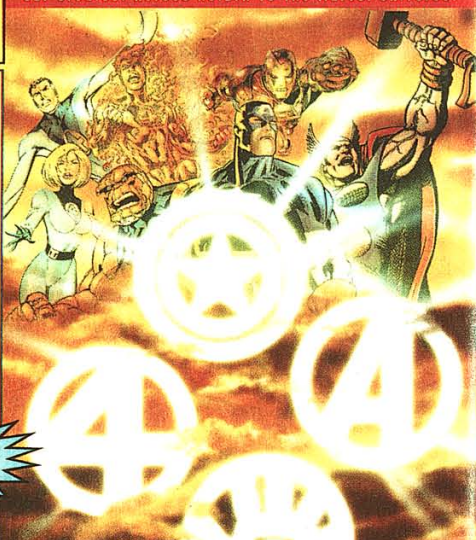
- ☐ MVS Marvel Vision

Exclusive Subscriber Savings and Services

- Save money on your favorite comics!
- Free, convenient home delivery. You won't miss an issue!
- Special subscriber-only customer service phone number!
- All issues are mailed with cardboard backing in weather resistant polybags!
- Satisfaction guaranteed or your money back on all remaining issues!
- Special offers on Mighty Marvel Merchandise!

HEROES RETURN

Our Greatest Heroes Return To The Marvel Universe!



HEROES RETURN SPECIAL OFFER!

*SUBSCRIBE TO ALL 4 HEROES RETURN TITLES

FOR JUST \$18.97 EACH

☐ Yes! I want all 4 Heroes Return titles for \$18.97 each!

Heroes Return

- | | |
|--|---|
| ☐ AVE Avengers | ☐ FFN Fantastic Four |
| ☐ CAP Captain America | ☐ IRN Iron Man |

*Special Heroes Return offer available for one subscription year only. Additional titles at \$19.97 each.

Ordering is fast and easy!

☐ Yes! Sign me up for home delivery of the comics I've checked. I deserve the most in savings, convenience, service, and selection!

My satisfaction is guaranteed!

Check off the subscriptions you want delivered to your home (12 issues each) and return this page or a copy to: MARVEL DIRECT MARKETING, P.O. BOX 1979, DANBURY, CT 06813. Please provide credit card information or make your check or money order payable to "Marvel Direct Marketing Inc." For even faster service call: (203) 743-5331 and have your credit card handy! **OFFER GOOD UNTIL 3/31/98.**

YES, YOU CAN PHOTOCOPY THIS AD!

Please print:

NAME OF READER DATE OF BIRTH (M/D/Y)

STREET ADDRESS

CITY STATE ZIP

of subscriptions Amount enclosed: \$

Charge my: ☐ VISA ☐ MasterCard ☐ Discover Card ☐ AMEX

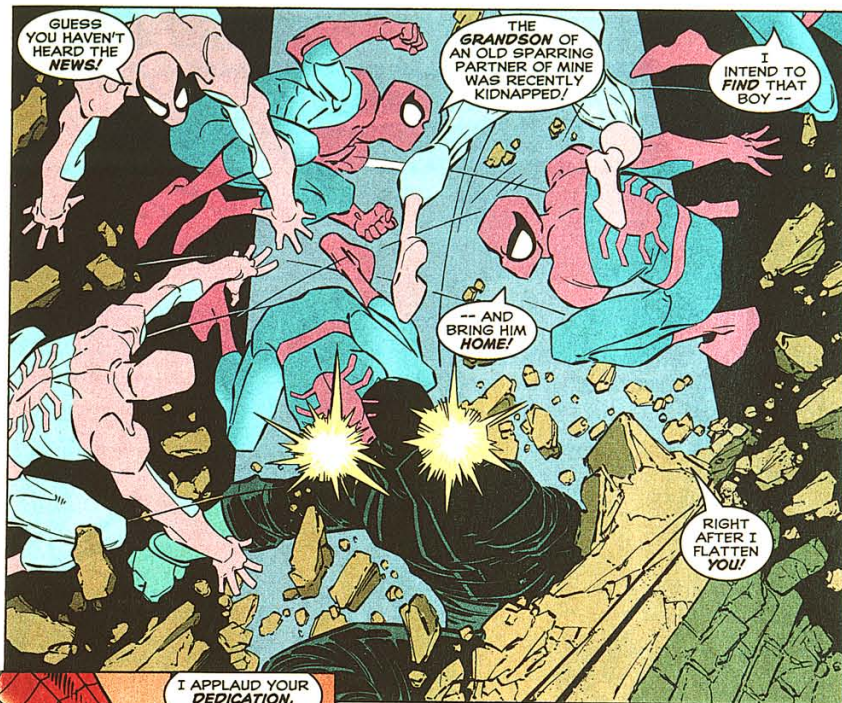
CREDIT CARD # EXPIRATION DATE

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE)

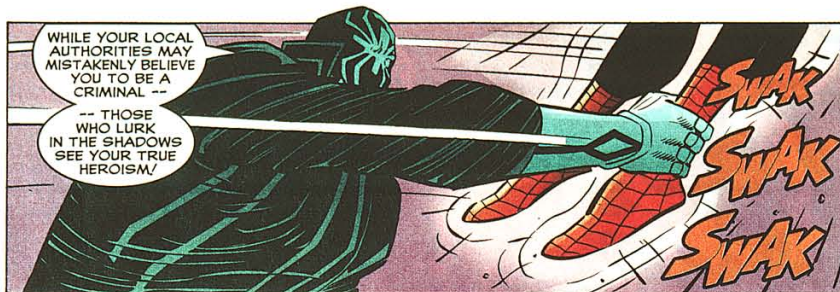
TM & © 2004 MARVEL

SIGNATURE FOR CREDIT CARD ORDERS

Canada, add \$10.00 per title (in U.S. funds only, includes GST/P127032852). Foreign, add \$12 per title in U.S. funds only. Allow 6 to 10 weeks for delivery of your first issue. TM & © 1997 Marvel Entertainment Group Inc. All rights reserved. **H81MD1**



TM & © 2004 MARVEL



WHILE YOUR LOCAL AUTHORITIES MAY MISTAKENLY BELIEVE YOU TO BE A CRIMINAL --

-- THOSE WHO LURK IN THE SHADOWS SEE YOUR TRUE HEROISM!



IRONIC, ISN'T IT?

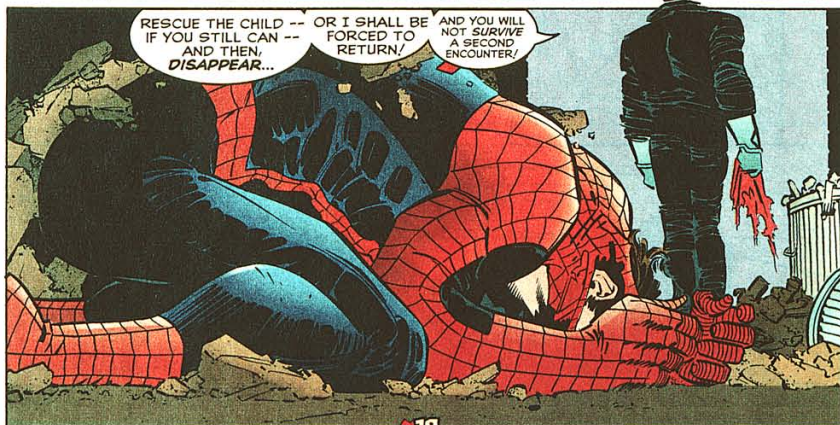
YOUR ENEMIES KNOW YOU BETTER THAN YOUR ALLIES.

I WAS SENT TO INFORM YOU THAT YOU ARE NO LONGER WELCOMED IN THIS CITY.



FOR THE SAKE OF THE MISSING CHILD, I WILL ALLOW YOU TO LIVE.

BUT YOU MUST NOT MISCONSTRUE MY GENEROSITY...



RESCUE THE CHILD -- IF YOU STILL CAN -- AND THEN, DISAPPEAR...

OR I SHALL BE FORCED TO RETURN!

AND YOU WILL NOT SURVIVE A SECOND ENCOUNTER!



W-WEIRD GUY -- THAT BLACK TARANTULA!

H-HE WOULD HAVE KILLED ME ON ANY OTHER DAY.

A-AND MIGHT HAVE EVEN STOPPED FOR TAKE-OUT ON HIS WAY HOME.

I THINK ABOUT THAT AS I SLIP IN AND OUT OF CONSCIOUSNESS FOR WHAT SEEMS TO BE A DOZEN YEARS.



I... I'M LYING IN A SEA OF AGONY.

W-WITH EVERY GASPING BREATH, I TRY TO TAKE INVENTORY OF MY INJURIES.

T-THE TALLY GROWS SO HIGH THAT MY HEAD STARTS TO SPIN AND BUZZ...



NO... T-THAT BUZZING IS MY SPIDER-SENSE!

I-IT'S HIM!

LOOKS LIKE HE WAS BEATEN WITHIN AN INCH OF HIS LIFE!

SOMEBODY SHOULD CALL THE COPS!



DOESN'T SEEM LIKE THERE'S MUCH FIGHT LEFT IN HIM!

HE'S LIKE A LOTTERY TICKET JUST ACHING TO BE CASHED!

THE FIVE MILLION CAN EASILY BE SPLIT BETWEEN US!



PLENTY FOR EVERYBODY!

I COULD USE A NEW CAR!

A DVD SYSTEM!

ME, I'M GOING TO DISNEY-WORLD!

sonic r **SEGA**® hard stuff
www.sega.com

TM & © 2004 MARVEL

TM & © 2004 MARVEL

Say hello to life in the fast lane. Sonic R for Sega Saturn is a full-on pedal-to-the-metal hi-speed dash through five 3D courses, each rendered in full 360 degree panoramas. Choose from 5 different Sonic characters to race. Uncover hidden characters and secret shortcuts along the way. Whether you race tag team, relay or split-screen against your buddy is your call. You'll be flossing bug guts out of your teeth for weeks. Yum.



Sega is registered in the U.S. Patent and Trademark Office. Saturn and Sonic R are trademarks of Sega. © 1997 SEGA. RP: Not for sale. All rights reserved.



B-BARELY MANAGE TO REACT IN TIME!

MY ADORING FANS!

I HEAR THEIR SHOUTS AND CURSES AS I SLAM INTO THE SIDE OF THE BUILDING --

-- AND SOMEHOW FIND THE STRENGTH TO STICK TO IT WITHOUT LOSING CONSCIOUSNESS!



CRAWLING UP WALLS USED TO BE MY SPECIALTY...

...NO MORE.

IT TAKES ME FOUR OR FIVE CENTURIES FULL OF ANGUISH TO REACH THE ROOF --

-- INCH BY DIZZING INCH --

-- AND THAT'S WHEN THE BUZZING SUDDENLY RETURNS --



-- WITH HARDLY A MOMENT TO SPARE!

IS IT ANOTHER CIVILIAN PLAYING THE WEEKEND MERCENARY?



ANOTHER AMATEUR LOOKING FOR AN EASY SCORE?

NOPE...



...NO SUCH LUCK!

GAME'S OVER, WEBHEAD!

YOU'RE FACING A REAL PROFESSIONAL NOW!

I'M CALLED
SHOTGUN

-- AND YOU CAN EITHER SURRENDER OR DIE!

TO BE CONTINUED... IN PETER PARKER #89!

THE SPIDER'S WEB

MATT
HICKS
ASSISTANT
EDITOR

RALPH
MACCHIO
EDITOR

BOB
HARRAS
CHIEF

Dear Spider's Web,

All right, I can't hold it in any longer (nooo, nature is not calling). Page 2. AMAZING SPIDER-MAN #426. When Peter wakes up, he says, "XLT-PZYXIM...XLT-PZYXIM backwards!!! The little imp (that's imp, not chimp) or whatever the heck he is from Superman. Am I not right?"

Anyhoo, ASM #426 was awesome. (I wonder how many people have said that—it's so generic. Best I could do.) Though I'm not a big fan of Steve Skroce, I do like the way he draws Spidey. It's so...awesome.

This Stunner thing—how is she fat, then lean and muscular (that doesn't make sense does it)? Did I miss something? Please explain. And this reviving Doc Ock thing, couldn't there be a better way than using voodoo or whatever the True Believers are going to do? It's too weird. Of course, coming back from the dead is weird, too, but we should be used to that by now (Green Goblin, Spider-clone, Kraven, Disco music).

Any chance of Mark Bagley doing some issues? I know he has the Thunderbolts thing now, but c'mon, doesn't he miss drawing Spidey? (Please?)

Another question (and I'm either stupid or ignorant for asking): Does the MARVEL TEAM-UP title always feature Spidey and some other hero(es), or is it different heroes every time?

So, until Spidey meets up with Mr. Mxyzptik, Make Mine Marvel!

Matthew Holm
919 7th Avenue North
Clinton, AZ 52732

Relax, Matt! You're not stupid or ignorant...you're both! Just kidding—really! Actually, the answer to your question about the newly revived MARVEL TEAM-UP is: both! The title currently stars Spider-Man and a guest star(s) up until issue #8, after which the lineup will revolve on a fairly regular basis. First up—Namor the Sub-Mariner and Dr. Strangelove. It should have hit the stores last week, so hurry to your local comic shop and "Defend" your copy today! (Get it? Dr. Strange and the Sub-Mariner were both in the Defenders...? Aw, nuts, just go to the next paragraph.)

As for Stunner, here's the...um...skinny: In real life, Stunner is indeed quite rotund. However, she assumes her super-powered alter ego by hooking up to some complicated wires and such, which connect her to a body which is really a Virtual Reality Construct! That is the body you see when she's running around hitting people. Got it?

Dear Web-Tale Spinners,

Three things:

1. In 1969, having just turned 11 (you do the math), I laid my eyes on my first Spidey mag: AMAZING SPIDER-MAN #76. The Spidey stories and art back in that "Silver Age of Comics" were the best around. But with all due respect (tons of it!) to Stan Lee and John Romita, Sr., I don't think the mag has ever been better than it is now! Tom DeFalco's got me dying to know what

happened to baby May, and how this whole Doc Ock thing is going to be sorted out. And Steve Skroce! Wow, what a number he did on Electro! Max Dillon has often been drawn as a sort of forgettable, face-in-the-crowd kind of guy. But Steve manages to use his "cartoony" style to give each member of the Spider-cast a more human look, with more individuality and character.

2. I have never thanked you guys for bringing back Norman Osborn. To me, that incredible act of long-term continuity, reviving him after he was killed in 1973's legendary ish #122, showed true dedication to your "less recent" readers, because the return of Norman Osborn would have the greatest impact on those of us readers who witnessed his death 24 years ago! You can't imagine how much his reappearance in ASM #418 rejuvenated my excitement for the Spidey titles. Thank you!

3. Although I disagree with Francis Lord, who had his letter printed in ASM #426, on his suggestion to have Roger Stern write SPECTACULAR SPIDER-MAN (J.M. DeMatteis is on a roll), I do want to thank you guys for printing a letter from someone from Saskatoon. That hardly ever happens. Okay, never. By the way, to find Saskatoon on the map, just look seven miles north of Warman.

Well, until Aunt May rises from the Great Beyond and beats Thor in an Olympic hammer-throw competition, Make Mine Marvel!

Murray Tempel
P.O. Box 66
Warman, SASK
CANADA S0K 420

Thanks for the kind words, Murray. Obviously, we've both accepted glowing praise and endured vicious insults over the return of Norman Osborn to these pages. (For the uninitiated, the arguments go like this: 1) Norman Osborn/Green Goblin was one of, if not the, best Spidey villains ever—thanks for bringing him back! Or 2) The death of Norman Osborn/Green Goblin was one of the classic stories in all of comics—how dare you bring him back! Interesting to hear the former opinion expressed by someone who was around when Norman first bought it, as much criticism has come from long-time readers like yourself.

Dear Spider's Web,

Re: AMAZING SPIDER-MAN #426

This is the first letter I have ever written to any comic book, and as soon as I got #426, I had to write about it. It was amazing! You had Stunner, the Rose, Delilah, Lady Octopus and the True Believers for Spidey to fight!

On page 12, you said that Mary Jane wanted a cigarette. Don't let her go back to that "filthy habit." On the next page, you showed Alison Mongrain pulling a cat out of a baby's playpen (hint, hint). Then, she was talking about selling Osborn's little secrets to people, and the first name she thought of was the Parkers. So, I conclude that little May is still alive.

When the Rose was asking Master Zei if he could revive Ock's body, he said

he could. You were making it sound like he died of a bullet wound or something. Face it! You guys made Kaine break his neck. So, technically, when Doc Ock returns, he shouldn't be able to walk!

After Spidey rolled up the two ninjas in a rug, another ninja came after him with a sword. It was smart of him to stop the sword between the two rolled-up ninja heads! During the fight, you should have had Stunner and Delilah team up against Spidey. The whole fight, all they did was pull out the support beams for the building.

Before I go, I have a few questions for you to answer:

1. How did Carolyn Trainer get Otto's metallic arms and in what issue is her complete origin?

2. Was Doc Ock buried with his arms on his body, or did someone take them off to make him look more presentable? On the last page, I didn't see his arms hanging off the table, so I guess someone did.

3. What happened to Stunner and in what issue did you change her back into Angelina Brancate? The last time I remember her was back in SPIDER-MAN #60, fighting Kaine and Spider-Man. Until Venom and Carnage become fast friends, Make Mine Marvel!

Josh Savitski

103 Eddy Street

Throop, PA 18447

Thanks for the letter, Josh! We're touched by your concern for Mary Jane, and while she may not light up anytime soon, it's important to remember that, for an addiction like cigarettes, the urge to do so may never go away.

As for your questions:

1. Carolyn Trainer did not have Otto's arms, but rather arms she fashioned for herself using knowledge she gained as Otto's assistant before his "death." We've never presented an origin story for her per se, but if you're interested in her background, check out SPIDER-MAN UNLIMITED #18 (if you haven't already!).

2. Well, since the arms were bonded to his body, they were most likely not removed. As for why you couldn't see them on that page, our guess is that it was just a bad angle to see them from!

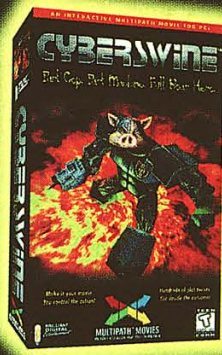
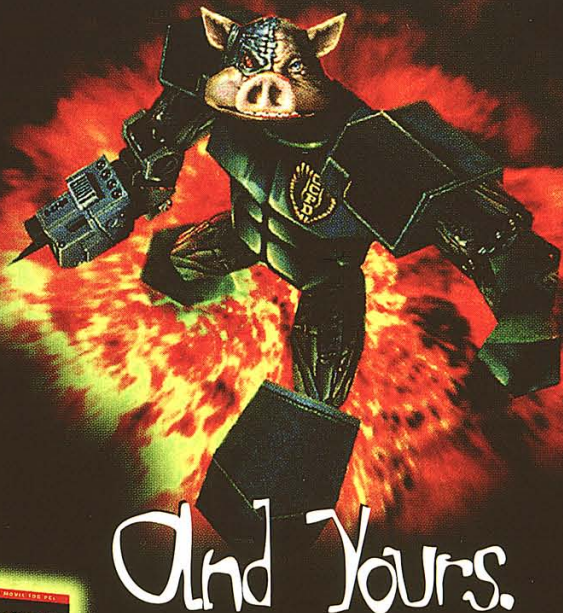
3. Stunner has been lying low for a while, ever since the death of her beloved Otto. She only resurfaced to help revive him.

NEXT ISSUE:

THE TENSION HAS BEEN BUILDING FOR MONTHS, BUT NOW THE TIME HAS COME FOR ONE OF PETER'S CLOSEST FRIENDS TO BOW OUT OF THE PICTURE. THAT'S RIGHT, JOE ROBERTSON CALLS IT "QUITS!" MEANWHILE, AN INJURED SPIDEY GOES TOE-TO-TOE WITH THE DIABOLICAL MR. HYDE! PLUS, WHO IS THE MYSTERIOUS GREEN HOOP? GREEN, EYE RIMM... HERE IN 28, BE PREPARED TO BE DAZZLED BY THE LIKES OF DEFALCO, LYLE AND LAROSA. THERE WILL, HOWEVER, BE NO DAZZLING FROM RALF!

DESIGN BY CONICRAFT

The Fate Of Cybercity Rests In His Hands...



INTRODUCING CYBERSWINE™, THE INTERACTIVE MULTIPATH™ MOVIE WHERE YOU CONTROL THE ACTION.

Cybercity is about to be annihilated. Only Cyberswine — Part Cop, Part Machine, Full Boar Hero — can save it. But he needs you to command him how to act. Teaming up with renegade Lieutenant Sara Lee, can Cyberswine find the source of the Grid Virus and stop it before it's too late? Don't just watch the action. Control it — right from your PC. With hundreds of plot paths leading to different endings, watch Cyberswine again and again and again! With Multipath, you're in control.

Ask for Cyberswine and other Multipath Movies at your local computer retailer and check out our website at www.bde3d.com.



CYBERSWINE™ is owned by Eat Cyberfist Pty Ltd., and used by Brilliant Digital Entertainment, Inc., under license. Multipath and Brilliant are trademarks of Brilliant Digital Entertainment Inc. © 1997. All other trademarks and trade names are properties of their respective owners. All rights reserved.

SPIDER'S WEB  MARVEL COMICS
387 PARK AVENUE SOUTH • NEW YORK, NY 10016

IF YOU DON'T WANT YOUR NAME AND ADDRESS PRINTED, PLEASE LET US KNOW. LETTERS MAY BE EDITED FOR CONTENT AND LENGTH.

E-MAIL
MAIL@
MARVEL.COM
MARK E-MAIL
"OCCY TO PRINT"

ADVERTISEMENT

Farley's®

WIN

INSTANTLY!
IN THE MARVEL
SUPER HEROES™ POP-UP GAME!GRAND PRIZE:
a trip to Universal Studios, CA
and dinner at Marvel Mania
Restaurant or thousands
of other prizes!Look inside specially
marked boxes of Farley's®
fruit snacks for your
Marvel Super Hero Pop-
Up game piece. Just pop
it open to see if you've
instantly won a
Super prize!

SPIDER-MAN™



No Purchase Necessary. For a free game piece with official rules (while supplies last) mail a self addressed, stamped envelope to Marvel Super Hero Pop-Up Game Piece, PO Box 9940, Riviera Beach, FL 33419-9940 postmarked by 2/28/99 and received by 3/7/99. WA/VT residents may omit return postage. Void where prohibited. Prizes must be claimed by 3/17/99. See package for official rules. All characters names and likenesses: TM & ©1997 Marvel Characters, Inc. All Rights Reserved. ©1997 Favorite Brands International.